

RECORDATION NO 20607-A FILED

NOV 3 '97 3-55 PM

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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

*Counterparts - Jwb.*

October 30, 1997

Mr Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D C 20423

Dear Mr Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of October 1, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Railroad Equipment Lease Agreement which was previously filed with the Board under Recordation Number 20607

The names and addresses of the parties to the enclosed document are

- Assignor DJJ Leasing Ltd  
300 Pike Street  
Cincinnati, Ohio 45202
- Assignee NorRail, Inc  
308 12<sup>th</sup> Avenue South  
Buffalo, Minnesota 55313

A description of the railroad equipment covered by the enclosed document is one hundred (100) railcars bearing reporting marks and road numbers TNMR 2001 through TNMR 2100, inclusive

NOV 3 3 53 PM '97  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr Vernon A Williams  
October 30, 1997  
Page 2

Also enclosed is a check in the amount of \$24 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

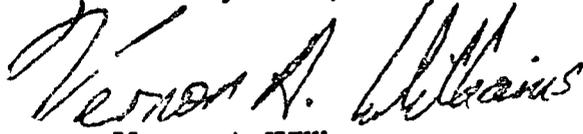
Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 11/3/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 11/3/97 at 3:55PM, and  
assigned recordation number(s). 20270-L and 20607-A.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

RECORDATION NO. 20607 FILED

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Assignment") is made and entered into as of OCTOBER 1, 1997, by NORRAIL INC., a Minnesota corporation (the "Assignee") and DJJ LEASING LTD, an Ohio Limited Liability Company (the "Assignor")

3-55

WHEREAS, Assignor owns One hundred (100), 1996-1997 Thrall-built, 100-Ton, 286,000 lb. Gross capacity, 5-1/2' sided, mill gondola railcars marked as TNMR 2001-2100, inclusive. (the "Equipment") which has been leased to RailTex, Inc. pursuant to a Master Lease Agreement, dated as of January 31, 1997 (the "Lease"); and

WHEREAS, a Memorandum of Lease covering the Lease was recorded with the Surface Transportation Board on 3-31-97 as Recordation No. 20607, and,

WHEREAS, pursuant to a certain Purchase and Sale Agreement (the "Purchase Agreement") of even date herewith, Assignor has agreed to sell and Assignee has agreed to purchase certain Assets, including but not limited to all of Assignor's right, title, and interest in the Lease and the Equipment (as such terms are defined in the Purchase Agreement)

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption Agreement to be executed as of the date first above written and filed with the Surface Transportation Board evidencing the purchase of the Lease and the Equipment by Assignee.

Assignee: NORRAIL INC.

By: [Signature]

Its: President

By: Russell Williams

Its: Vice President

Assignor: DJJ LEASING LTD.

By: [Signature]

Its: PRESIDENT

By: \_\_\_\_\_

Its: \_\_\_\_\_

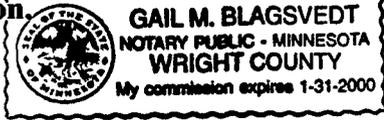
STATE OF MINNESOTA

COUNTY OF WRIGHT,

TO WIT:

On this 9<sup>th</sup> day of October, 1997 before me personally appeared, Russell S. Adams and Robert D. Johnson to me personally known, who being by me duly sworn, says that they are the Vice President and President of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Notary Public Gail M. Blagsvedt

My commission expires 1-31-2000

STATE OF OHIO

COUNTY OF Hamilton

TO WIT:

On this 1 day of October, 1997 before me personally appeared, David F. McMillan and \_\_\_\_\_, to me personally known, who being by me duly sworn, says that they are the President and \_\_\_\_\_ of DJJ Leasing Ltd. an Ohio Limited Liability Company, that said instrument was signed on behalf of said Company by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

(Notarial Seal)

My commission expires

July 22, 2002

Notary Public Shelley B. Bacon



SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002